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RECORDATION NO. _____ FILED _____

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JOHN A. STALFORD
410-385-3424

September 14, 1999

via FEDERAL EXPRESS

Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001
Attention: Mr. Vernon A. Williams, Secretary

Re: Our File No.: 258-1965

Dear Mr. Williams:

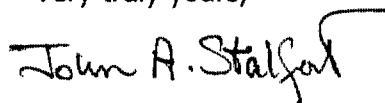
Enclosed for recordation pursuant to the provisions of 49 U.S.C. §11301(a) are two originals of a **Bill of Sale** dated September 9, 1999 by and between National Steel Car Limited, 602 Kenilworth Avenue North, Hamilton, Ontario, L8N 3J4 Canada, and Allfirst Bank, 25 S. Charles Street, Baltimore, Maryland 21201. The Bill of Sale is to be filed as a secondary document to the Memorandum of Lease dated as of June 28, 1999 between Allfirst Bank, as lessor, and Progress Rail Services Corporation d/b/a Progress Rail Canada, as lessee, recorded with the Surface Transportation Board on July 13, 1999 under Recordation No. 22304.

Also enclosed is a check to cover the cost of recording the enclosed document.

Upon recordation, please return the recorded document to the undersigned.

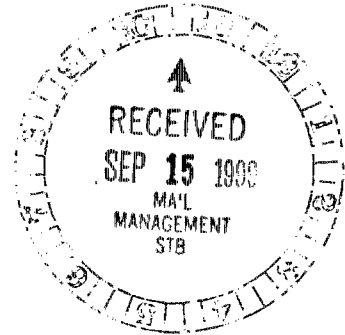
Thank you for your kind attention to this matter. Should you have any questions, please do not hesitate to call me at 410-385-3424.

Very truly yours,



John A. Stalford

JAS/sl
Enclosures



BILL OF SALE

SEP 14 1999

NATIONAL STEEL CAR LIMITED (the "MANUFACTURER"), in consideration of the sum of Four Million, Four Hundred and Eighty Thousand Dollars and Zero Cents (\$4,480,000.00) U.S. Funds, being payment in full of the Purchase Price of Eighty (80) units of railroad equipment described as "73 Foot Centrebeam Cars", as per Attachment "A" for invoice #33791 ("CARS"), does hereby transfer to Allfirst Bank ("COMPANY") all its right, title and interest in and to the CARS.


The MANUFACTURER hereby warrants to the COMPANY that at the time of delivery hereof the MANUFACTURER had legal title to such CARS and good and lawful right to sell such CARS and good title is hereby vested in the Company and such CARS were, at the time of delivery free of all claims, liens, security interests and other encumbrances of any nature.

The MANUFACTURER covenants to defend such title to such CARS against demands of all persons whomsoever based on claims arising from, through or under the MANUFACTURER originating prior to the delivery hereof.

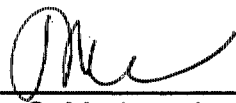
IN WITNESS WHEREOF, the MANUFACTURER has caused this instrument to be duly executed as of the 9th day of September, 1999.

ATTEST:

NATIONAL STEEL CAR LIMITED



George Lock
Vice President - Finance



John S. Marinucci
President & C.O.O.

CITY OF HAMILTON }

}ss:

PROVINCE OF ONTARIO }

On this 9th day of September, 1999, before me personally appeared George Lock, to me personally known, who, by me being duly sworn, says that he is Vice President - Finance of National Steel Car Limited, that the seal affixed to the foregoing instrument is the corporate seal of said company, and that said instrument was signed and sealed on behalf of said company by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



Notary Public

Notary Public for Ontario, appointed to the attestation of instruments and the taking of affidavits for National Steel Car Limited. Expires April 15, 2001.